

# EXHIBIT 5

**Form 301**

Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

Filing Fee: \$750



**Application for  
Registration of a  
Foreign For-Profit  
Corporation**

**Filed in the Office of the  
Secretary of State of Texas  
Filing #: 802589148 11/22/2016  
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1. The entity is a foreign for-profit corporation. The name of the entity is :

**Genesis Coin Inc.**

2A. The name of the corporation in its jurisdiction of formation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof). The name of the corporation with the word or abbreviation which it elects to add for use in Texas is:

2B. If the corporate name is not available in Texas, then set forth the name under which the corporation will qualify and transact business in Texas:

3. Its federal employer identification number is: **462884831**

☐ Federal employer identification number is not available at this time.

4. It is incorporated under the laws of: **DELAWARE, USA** and the date of its formation in that jurisdiction is: **5/10/2013**

5. As of the date of filing, the undersigned certifies that the foreign corporation currently exists as a valid corporation under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the corporation that it proposes to pursue in the transaction of business in Texas are set forth below. The entity also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is organized.

**Research, development, and sale of custom hardware and software solutions for  
the financial technology and digital payments space.**

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: **07/01/2016**

8. The principal office address of the corporation is:  
**701 Brazos St., Suite 1616, Austin, TX, USA 78701**

☒ 9A. The initial registered agent is an organization by the name of:

**Registered Agents Inc.**

☐ 9B. The initial registered agent is an individual resident of the state whose name is:

☐ 9C. The business address of the registered agent and the registered office address is:

**700 Lavaca Street**  
**STE 1401 Austin TX 78701**

**Consent of Registered Agent**

☐ A. A copy of the consent of registered agent is attached.

**OR**

☒ B. The consent of the registered agent is maintained by the entity.

10. The corporation hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each person on the board of directors is:

Director 1: **Evan Rose**

Address: **701 Brazos St. Suite 1616 Austin TX, USA 78701**

**Supplemental Provisions / Information**

[The attached addendum, if any, is incorporated herein by reference.]

**Effectiveness of Filing**

☐ A. This document becomes effective when the document is filed by the secretary of state.

**OR**

☒ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is: **November 23, 2016**

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: **November 22, 2016**

**Evan Rose**

Signature and title of authorized person on behalf of the foreign entity

**FILING OFFICE COPY**